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UNITED STATES DISTRICT COURT  
 NORTHERN DISTRICT OF CALIFORNIA  
 SAN FRANCISCO DIVISION

CALIX NETWORKS, INC., a Delaware  
 Corporation,

Plaintiff,

vs.

WI-LAN, INC., a Canadian Corporation,

Defendant.

Case No. 09-6038 CRB

**STIPULATION AND [PROPOSED] ORDER  
 TO CONSOLIDATE CASE NOS. CV-09-6038  
 CRB AND CASE NO. C-11-00004 EMC FOR  
 ALL PURPOSES**

Complaint Filed: December 28, 2009

Pursuant to Federal Rule of Civil Procedure 42 and Local Rule 7-12, Plaintiff Calix, Inc., formerly known as Calix Networks, Inc. (“Calix”) and Defendant Wi-LAN, Inc. (“Wi-LAN”), by and through their respective undersigned counsel, hereby stipulate and agree as follows:

1. Calix filed the instant lawsuit against Wi-LAN on December 28, 2009. This lawsuit seeks declaratory judgments that U.S. Patent No. 5,956,323 (“the ‘323 patent”) and U.S. Patent No. 6,763,019 (“the ‘019 patent”) are invalid, not infringed, and unenforceable, and also asserts claims against Wi-LAN for breach of contract and related claims. On October 10, 2010, Wi-LAN filed its First Amended Answer and Counterclaim, alleging infringement of the ‘323 and ‘019 patents by Calix. [Doc. # 77.]

2. On April 1, 2010, Wi-LAN filed an action, *Wi-Lan v. CALIX, Inc.* Case No. 2:10-CV-117-TJW, against Calix asserting infringement of the ‘323 and ‘019 patents in the U.S. District Court for the Eastern District of Texas (“the Texas Action”). On November 29, 2010, Calix filed an Answer and Counterclaims, asserting the same Counterclaims in the Texas Action which it had asserted as claims for relief in its earlier-filed suit against Wi-LAN in California.

3. Pursuant to Calix’s unopposed Motion to Transfer Venue filed in the Texas Action, the District Court for the Eastern District of Texas, in an Order dated December 6, 2010, transferred the Texas Action to the Northern District of California. For the Court’s convenience, the Transfer Order is attached as Exhibit A hereto. Thereafter, the Clerk for the United States District Court for the Northern District of California gave notice on January 3, 2011 that the Texas Action was transferred, and would proceed under the new Case No. C-11-00004 EMC. [Docket No. 28] For the Court’s convenience, a copy of the Clerk’s Notice of Transferred Case is attached hereto as Exhibit B. This action and Case No. C-11-00004 EMC are thus both pending in this District.

4. Both this case and Case No. C-11-00004 involve the same parties (Calix and Wi-LAN), the same two patents (the ‘323 and ‘019 patents), at least some of the same accused products, and substantially the same questions of law and questions of fact – whether Calix has infringed the ‘323 and ‘019 patents and whether those patents are invalid and/or unenforceable. Calix’s other

claims in this case are the same as its Counterclaims in Case No. C-11-00004. Accordingly, the parties agree that the two cases should be consolidated for all purposes under the Case Number assigned for this case, Case No. CV-09-6038 CRB, and should proceed according to the timeline set forth in the parties' October 29, 2010 Joint Case Management Statement [Docket No. 78] and this Court's November 5, 2010 Minute Order. [Docket No. 79].

DATED: March 23, 2011

Respectfully submitted,

REED SMITH LLP

By: /s/ William Overend

William Overend  
Attorneys for Plaintiff  
CALIX NETWORKS, INC.

DATED: March 23, 2011.

Respectfully submitted,

MCKOOL SMITH, P.C.

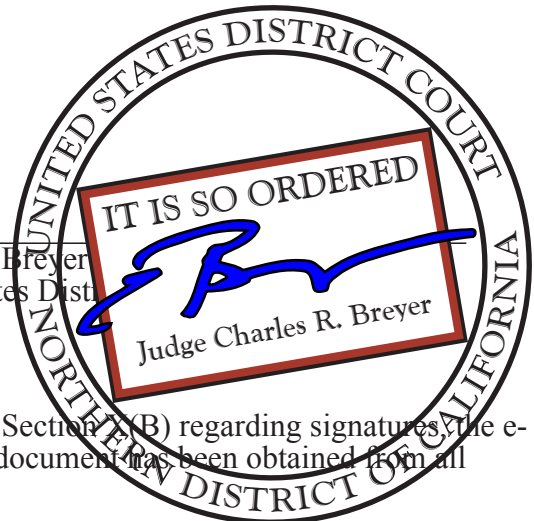
By: /s/ Michael G. McManus

Michael G. McManus  
Attorneys for Defendant  
WI-LAN, INC.

Pursuant to Stipulation, IT IS SO ORDERED.

DATED: March 25, 2011.

Charles R. Breyer  
United States District Court



<sup>1</sup> Filer's Attestation: Pursuant to General Order No. 45, Section 1(B) regarding signatures, the e-filer hereby attests that concurrence in the filing of this document has been obtained from all signatories.